

COMSTOCK HOLDING COMPANIES, INC.

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating & Corporate Governance Committee (the “Committee”) as appointed by the Board of Directors (the “Board”) of Comstock Holding Companies, Inc. (the “Company”) shall be as follows:

1. To assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meetings of stockholders;
2. To develop and recommend to the Board matters of corporate governance, including the Corporate Governance Guidelines applicable to the Company;
3. To lead the Board in its annual review of the Board and management’s performance; and
4. To recommend to the Board director nominees for each committee.

Composition

The size of the Committee shall be determined by the Board in its sole discretion, provided that, in no event, shall it consist of fewer than two (2) members.

The members of the Committee shall be appointed annually by the Board and will serve at the Board’s discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause and any vacancies will be filled through appointment by the Board.

The Board shall appoint one member of the Committee as its Chairperson.

All members of the Committee shall meet the independence requirements of Nasdaq and any other applicable laws or regulations.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities, but not less than once each year. The Committee Chairperson shall preside at each meeting. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Committee Authority and Responsibilities

The Committee shall carry out the duties and responsibilities as set forth below. These functions should serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate

in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter.

1. The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority (i) to retain and terminate any search firm to be used to identify director candidates and (ii) to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall actively seek individuals qualified to become directors for recommendation to the Board, consistent with criteria identified by the Board.
3. The Committee shall seek to complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by stockholders of the Company or other sources.
4. The Committee shall monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.
5. The Committee shall assist the Board in determining and monitoring whether or not each director and prospective director is "independent" within the meaning of any rules and laws applicable to the Company.
6. The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.
7. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
8. The Committee shall annually, or more frequently as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
9. The Committee shall review and recommend to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws.
10. The Committee shall review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.
11. The Committee shall periodically review the Company's policies, practices and disclosures with respect to sustainability and environmental, social and governance factors.

12. The Committee shall annually, or more frequently as it deems appropriate, review the succession planning for the Company's senior executive officers, including but not limited to the Chief Executive Officer and may do so in concert with the Compensation Committee.
13. The Committee shall make regular reports to the Board.
14. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
15. The Committee shall annually review its own performance.
16. The Committee may form and delegate authority to subcommittees when appropriate.